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Schmidt Campbell, and Keisha Smith-Jeremie and Nominal
Defendant Unity Software Inc.*

[Additional Counsel on Signature Page]

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

IN RE UNITY SOFTWARE INC.
DERIVATIVE LITIGATION

Case No. 5:22-cv-07416-EJD
(Consolidated)

This Document Relates to:

ALL ACTIONS

**STIPULATION AND ~~[PROPOSED]~~
ORDER TO STAY DERIVATIVE
ACTION**

1 **WHEREAS**, on November 22, 2022, Plaintiff Krishna Movva (“Movva”) filed a
 2 shareholder derivative action on behalf of nominal defendant Unity Software Inc. (“Unity” or the
 3 “Company”) in this Court alleging breaches of fiduciary duty, unjust enrichment, abuse of control,
 4 gross mismanagement, waste of corporate assets, and violations of Section 14(a) of the Securities
 5 Exchange Act of 1934 (the “Exchange Act”) against defendants John S. Riccitiello, Kimberly Jabal,
 6 Luis Felipe Visoso, Roelof Botha, Egon Durban, David Helgason, Alyssa Henry, Barry Schuler,
 7 Robynne Sisco, Mary Schmidt Campbell, and Keisha Smith-Jeremie (the “Individual Defendants,”
 8 and with Unity, “Defendants”), captioned *Movva v. Riccitiello, et al.*, Case No. 22-cv-07416 (N.D.
 9 Cal.);

10 **WHEREAS**, on December 16, 2022, Plaintiff Tom Duong (“Duong”) filed a shareholder
 11 derivative action on behalf of nominal defendant Unity in this Court alleging breaches of fiduciary
 12 duty and violations of Section 14(a) of the Exchange Act against the Individual Defendants,
 13 captioned *Duong v. Riccitiello, et al.*, Case No. 22-cv-08926 (N.D. Cal.);

14 **WHEREAS**, on February 10, 2023, the Court entered the Stipulation and Order
 15 Consolidating Related Actions, Setting a Schedule, Accepting Service and Appointing Co-Lead
 16 Counsel (Dkt. No. 22) (resulting in the “Consolidated Derivative Action”);

17 **WHEREAS**, also pending in the United States District Court for the Northern District of
 18 California is a putative securities class action captioned *In re Unity Software Inc. Securities*
 19 *Litigation*, Case No. 5:22-cv-03962 (the “Securities Litigation”);

20 **WHEREAS**, Plaintiffs Movva and Duong (“Plaintiffs”) and Defendants (collectively, the
 21 “Parties”) in the Consolidated Derivative Action agree that there is substantial overlap between the
 22 facts and circumstances alleged in the Consolidated Derivative Action and the Securities Litigation,
 23 including the relevance of many of the same documents and witnesses;

24 **WHEREAS**, Unity, John S. Riccitiello, and Luis Felipe Visoso, named defendants in the
 25 Derivative Actions, are also named as defendants in the Securities Litigation (the “Securities
 26 Litigation Defendants”);

27 **WHEREAS**, certain of the relief requested in the Consolidated Derivative Action may be
 28 affected by the outcome of the Securities Litigation, and the outcome of the Securities Litigation

1 may inform the manner in which this case proceeds;

2 **WHEREAS**, given the circumstances of this case, in the interest of judicial efficiency, and
 3 to preserve the Parties' and the Court's resources, the Parties agree that it is appropriate to stay the
 4 Consolidated Derivative Action until the Court in the Securities Litigation rules on the motion to
 5 dismiss the amended complaint in the Securities Litigation.

6 **ACCORDINGLY, IT IS HEREBY STIPULATED AND AGREED**, by and between the
 7 Parties, through their authorized attorneys, as follows:

8 1. All proceedings and deadlines in the Consolidated Derivative Action, including any
 9 obligation to answer, move against, or otherwise respond to any complaint filed in the Consolidated
 10 Derivative Action, are hereby stayed pending: (1) the Securities Litigation is dismissed, with
 11 prejudice, and all appeals related thereto have been exhausted; or (2) the motion to dismiss in the
 12 Securities Litigation is denied; or (3) the Parties to this Stipulation give a thirty (30) day written
 13 notice that they no longer consent to the stay of the Derivative Actions.

14 2. Defendants shall promptly notify Plaintiffs of any related derivative actions or
 15 threatened derivative actions (including Section 220 demands or litigation demands related to the
 16 subject matter in the Consolidated Derivative Action).

17 3. Defendants shall promptly notify Plaintiffs if a related derivative action is not stayed
 18 for a similar or longer duration.

19 4. In the event that a plaintiff in any related derivative lawsuit refuses to agree to a stay
 20 under similar terms, Plaintiffs may lift the agreed stay upon fourteen (14) days' notice in writing.

21 5. The Parties agree that notwithstanding this stay of the Consolidated Derivative
 22 Action, Plaintiffs may file a consolidated amended complaint, though Defendants shall be under
 23 no obligation to respond during the pendency of the stay.

24 6. The Case Management Conference scheduled for May 4, 2023, and the deadline to
 25 submit a Case Management Statement by April 21, 2023, are hereby vacated.

26 7. The Parties shall meet and confer and submit a proposed scheduling order within 14
 27 days of the date that the stay is lifted.

28 8. This stipulation is without waiver or prejudice to any and all claims, defenses,

arguments, motions, or any requests for other relief that would otherwise be available to the Parties in the Consolidated Derivative Action.

Dated: April 3, 2023

MORRISON & FOERSTER LLP

/s/ Christin Hill

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Dated: April 3, 2023

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Co-Lead Counsel for Plaintiffs

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

Dated: April 4, 2023

By: 
Hon. Edward Davila
United States District Judge

SIGNATURE ATTESTATION

Pursuant to Civil Local Rule 5-1(h)(3), I attest that all signatories have concurred in the filing of this document.

Dated: April 3, 2023

/s/ Christin Hill
Christin Hill